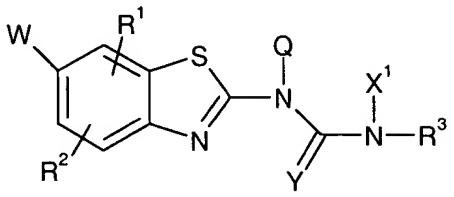
Listing of Claims:

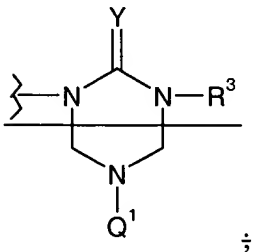
1. (Currently Amended) A compound of formula (I),



(I) ,

racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein,

Q is H ~~or represents a bond which is taken together with X^1 and the two nitrogen atoms to which Q and X^1 are attached and the C=Y group to which the two nitrogen atoms are attached to form~~



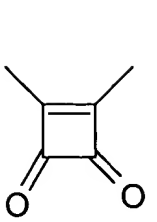
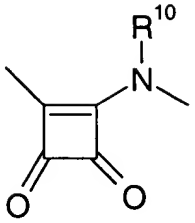
;

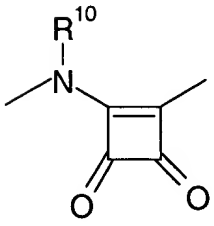
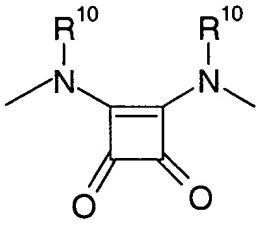
Q^1 is $(C_1\text{-}C_6)$alkyl;

Y is O or S;

W is H, Cl, Br, I, NO_2, CN, SCN, OCF_3, $-X_q\text{-}(C(R^{10})_2)_a\text{-}Y^1{}_q\text{-}(C(R^{10})_2)_a\text{-}Z^1{}_q$, or an optionally substituted group selected from the group consisting of alkyl, alkenyl~~,~~ and alkynyl~~, heterocyclyl-alkenyl, and heterocyclyl-alkynyl~~;

Y^1 and X are each independently selected from the group consisting of phenyl, ~~heterocyclyl,~~ NR^{10}, O, S, SO, SO_2, CF_2, CFR, C=O, $(C=O)NR^{10}$, $SONR^{10}$, SO_2NR^{10}, $NR^{10}(C=O)$, $NR^{10}SO$,

$NR^{10}SO_2$, $NR^{10}SO_2NR^{10}$, $NR^{10}(C=O)NR^{10}$,  ,  ,

 and  ;

q for each occurrence is independently 0 or 1;

a for each occurrence is independently 0 or an integer from 1 to 5;

R^{10} for each occurrence is independently selected from the group consisting of H, optionally substituted aryl, ~~optionally substituted heterocyclyl~~ and an optionally substituted alkyl group optionally substituted with one or more of the following: a C_{1-6} alkyl group optionally substituted by one or more hydroxy, halo or optionally substituted amino; a C_{1-6} alkoxy group optionally substituted by one or more hydroxy, halo or optionally substituted amino; hydroxy; halo; or optionally substituted amino;

Z^1 is H, optionally substituted alkyl~~,~~ or optionally substituted aryl ~~or optionally substituted heterocyclyl~~;

X^1 is hydrogen, alkyl or hydroxyalkyl; ~~or represents a bond which is taken together with R^3 as described below or represents a bond which is taken together with Q as described above~~;

R^1 and R^2 are each independently hydrogen, halogen, hydroxy, nitro, cyano, COOH, $COOX^3$, SX^3, SO_2X^3, SOX^3, $C(O)X^3$, $NHC(O)X^3$, $C(O)NHX^3$, $NHSO_2X^3$ or selected from an optionally substituted group consisting of alkyl, alkenyl, alkynyl, alkoxy, amino, $-NHX^3$, $-NX^3X^3$, alkylamino, arylamino, ~~heterocyclylamino,~~ alkylthio, alkylsulfonato, aryl, aryloxy, arylalkyl, arylalkenyl, arylalkynyl, arylalkyloxy, ~~heterocyclyl, heterocyclyloxy, heterocyclyl-alkyl, heterocyclyl-alkenyl, heterocyclyl-alkynyl, heterocyclyl-alkyloxy, heterocyclylthio, heterocyclylsulfinyl, heterocyclylsulfonyl,~~ cycloalkyl, $-(CH_2)_m-(CHX^2)CN$, $-(CH_2)_m-(CHX^2)COOH$, $-(CH_2)_m-(CHX^2)COOX^3$, $-(CH_2)_m-(CHX^2)SO_2X^3$, $-(CH_2)_m-(CHX^2)C(O)X^3$, $-(CH_2)_m-(CHX^2)C(O)NHX^3$ and

$-(CH_2)_m-(CHX^2)NHSO_2X^3$ provided that the alkylamino and arylamino are attached to the phenyl ring via the nitrogen of the amino group;

where m is 0 to 4;

X^2 for each occurrence is independently H or an optionally substituted moiety selected from the group consisting of alkyl, alkenyl, alkynyl, carbonyl, $S(O)_p$alkyl, $S(O)_p$aryl, $S(O)_p$heterocyclyl, amino, alkoxy, alkylthio, arylthio, perhaloalkyl, aryl, aryloxy, arylalkyl~~,~~ and arylalkyloxy~~, heterocyclyl and heterocyclyl-alkyl~~;

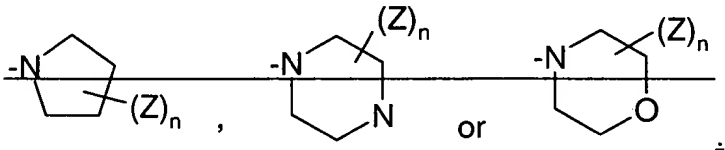
p is 0, 1 or 2;

X^3 for each occurrence is independently H or an optionally substituted moiety selected from the group consisting of mono- or di-alkylamino, alkyl, alkenyl, alkynyl, aryl~~,~~ and arylalkyl~~;, heterocyclyl and heterocyclyl-alkyl;~~

~~or when R^1 is in the 7-position of the benzothiazole ring, R^1 and W can be taken together with the carbon atoms to which they are attached to form an optionally substituted 5- or 6-membered heterocyclyl ring;~~

R^3 is hydrogen, or an optionally substituted moiety selected from the group consisting of carbonyl, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, arylalkyl, ~~heterocyclyl, heterocyclyl-alkyl, heterocyclyl-heterocyclyl, heterocyclyl-cycloalkyl,~~ amino, alkylamino, arylamino, alkoxy~~, thioalkoxy~~ and acyl;

~~or R^3 and X^1 are taken together with the nitrogen atom to which they are attached to form~~



~~where Z for each occurrence is independently selected from the group consisting of oxo, or an optionally substituted moiety selected from the group consisting of $-C(O)(C_1-C_6)$alkyl, $-C(O)$aryl, $-C(O)N(C_1-C_6)$alkyl, $-C(O)N$-aryl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, amino, mono- or di-(C_1-C_6)alkylamino, $COO(C_1-C_6)$alkyl, pyridyl, phenyl, phenyl(C_1-C_6)alkyl and phenyl(C_1-C_6)alkenyl;~~

where each of the optionally substituted moieties described hereinabove is optionally substituted by one or more substituents each independently selected from the group consisting of oxo,

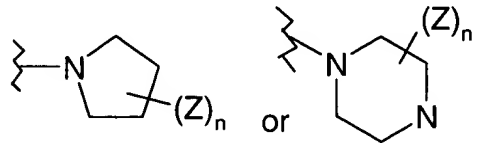
amino, nitro, mono- or bi-(C_1-C_6)alkylamino, hydroxy, nitrile, chloro, fluoro, bromo, iodo, CF_3, (C_1-C_6)alkyl, -C(O)(C_1-C_6)alkyl, -COOH, -COO(C_1-C_6)alkyl, -S-(C_1-C_6)alkyl, -S-aryl, (C_1-C_6)alkoxy, $-SO_2NH_2$, phenyl, phenyl(C_1-C_6)alkyl, -O-(C_1-C_6)alkyl-OH, -O-(C_1-C_6)alkyl-O-(C_1-C_6)alkyl, -O-(C_2-C_6)alkyl-N-((C_1-C_6)alkyl)$_n$, -N-(C_1-C_6)alkyl-OH, -N-(C_1-C_6)alkyl-O-(C_1-C_6)alkyl, $-C(O)NH_2$, -C(O)N((C_1-C_6)alkyl)$_n$, ,-S(O)$_n$(C_1-C_6)alkyl, and -S(O)$_n$aryl ~~-S(O)$_n$heterocyclyl, and heterocyclyl,~~ where the alkyl groups mentioned herein optionally have one or more unsaturated bonds in the alkyl portion;

n is 0, 1 or 2;

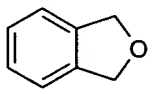
provided that

1) when Q is H; Y is O; R^1 and R^2 are each hydrogen, halogen, alkyl, alkoxy, alkylthio, carboxyalkyl or optionally substituted phenyl; and X^1 is hydrogen or alkyl; then R^3 is not alkyl, alkenyl, alkoxy, cycloalkyl or optionally substituted phenyl;

2) when Q is H; Y is O; R^1 and R^2 are each hydrogen, halogen, alkyl, alkoxy, alkylthio, carboxyalkyl or optionally substituted phenyl; then X^1 and R^3 are not taken together to form



;

3) when W is Cl, Br or I; Q is hydrogen; Y is O; X^1 is H; then R^3 is not 

or phenyl optionally substituted by 1 to 3 substituents independently selected from the group consisting of amino, mono- or bi-(C_1-C_6)alkylamino, hydroxy, chloro, fluoro, bromo, iodo, (C_1-C_6)alkyl, (C_1-C_6)alkoxy and $-SO_2NH_2$;

4) when W is Cl, Br or I; Q is H; R^1 is 7-Cl; R^2 is H; and X^1 is alkyl; then R^3 is not alkyl, alkoxy or cycloalkyl;

5) when W is Cl, Br or I; Q is H; R^1 is 7-Cl; R^2 is H; and X^1 is H; then R^3 is not alkyl or cycloalkylamino;

6) when W is Cl, Br, I or NO_2; Q is H; Y is O; X^1 is H; R^1 is OH; R^2 is NO_2, amino, alkyl, alkoxy, hydroxy lower alkyl or dialkylamino; then R^3 is not H or alkyl;

7) when W is Cl, Br or I; Q is H; Y is O; R^1 is CF_3, CH_2F, NO_2, alkyl or alkoxy; R^2 is H; X^1 is H; then R^3 is not naphthyl or phenyl optionally substituted with halo, CF_3, alkyl or alkoxy;

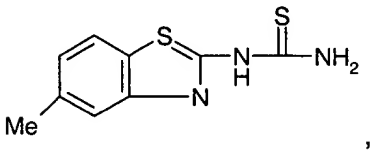
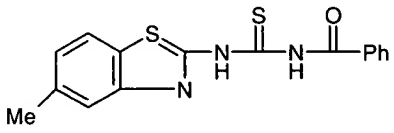
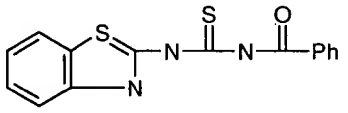
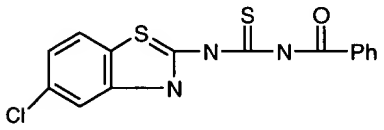
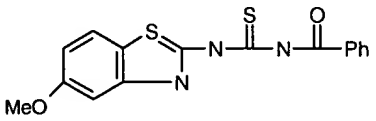
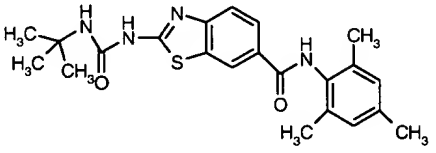
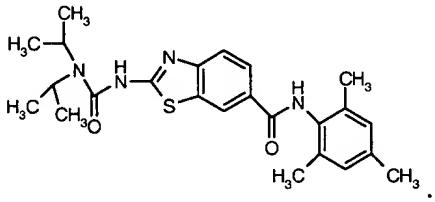
8) when W is Cl, Br or I; Q is H; R^1 is alkyl; R^2 is H; X^1 is H or alkyl; then R^3 is not alkyl or alkoxy;

9) when W is Cl; Q is H; Y is S; R^1 and R^2 are each H; X^1 is H; then R^3 is not ethyl;

10) when W is Cl; Q is H; Y is O; R^1 and R^2 are each H; X^1 is H; then R^3 is not n-butyl; ~~and~~

11) when W is H, then R^1 and R^2 are not H at the same time.

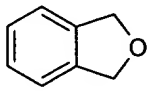
12) the compound is not

or .

2. (Currently Amended) A compound according to claim 1, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

the alkyl, alkenyl and alkynyl moieties, and the alkyl portion of a moiety is an optionally substituted straight or branched chain having one to eight carbon atoms;

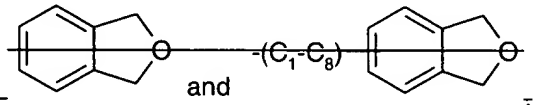


the aryl moiety and the aryl portion of a moiety is an optionally substituted phenyl, or naphthyl;

~~the heterocyclyl moiety and the heterocyclyl portion of a moiety are selected from the group consisting of an optionally substituted piperidinyl, pyridyl, pyrazinyl, pyrimidinyl, thienyl, pyrrolidinyl, piperazinyl, thiomorpholinyl, morpholinyl, 2,3,4,5-tetrahydrofuranyl, 1,3-dioxanyl, 1,4-dioxanyl, furanyl, and 1,2,4-triazolyl, tetrazolyl, imidazolyl, pyrazolyl, thiazolyl, oxazolyl, oxadiazolyl, thiadiazolyl, benzimidazolyl, 1,3-dioxolanyl, 2-imidazolinyl, imidazolidinyl, 2-~~

~~pyrazolinyl, pyrazolidinyl, isothiazolyl, 1,2,3 triazolyl, 2H pyranyl, 4H pyranyl, 1,4 dithianyl, 1,3,5 triazinyl, 1,3,5 trithianyl, indolyl, isoindolyl, 3H indolyl, indolinyl, purinyl, 4H quinolizinyl, cinnolinyl, phthalazinyl, quinolinyl, isoquinolinyl, quinazolinyl, quinoxalinyl, 1,8 naphthpyridinyl, pteridinyl, quinuclidinyl, carbazolyl, acridinyl, phenazinyl, phenothiazinyl, phenoxazinyl, pyrrolyl, isoxazolyl, pyridazinyl, indazolyl, benzoxazolyl, benzofuranyl, benzothiazolyl, indolizinyl, imidazopyridinyl and benzothienyl~~.

3. (Currently Amended) A compound according to claim 2, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

R^3 is an optionally substituted moiety selected from the group consisting of $(C_1\text{-}C_8)$alkyl, phenyl, phenyl$(C_1\text{-}C_8)$alkyl, ~~thienyl, thienyl(C1-C8)alkyl, piperidinyl, piperidinyl(C1-C8)alkyl, pyrrolidinyl, pyrrolidinyl(C1-C8)alkyl, morpholinyl, morpholinyl(C1-C8)alkyl, 2,3,4,5-tetrahydrofuranyl, 2,3,4,5-tetrahydrofuranyl(C1-C8)alkyl, furanyl, furanyl(C1-C8)alkyl,~~ cycloalkyl~~,~~ and cycloalkyl$(C_1\text{-}C_8)$alkyl~~,~~ ~~pyridyl, pyridyl$(C_1\text{-}C_8)$alkyl, 1,2,4 triazolyl, 1,2,4-triazolyl$(C_1\text{-}C_8)$alkyl,~~ 

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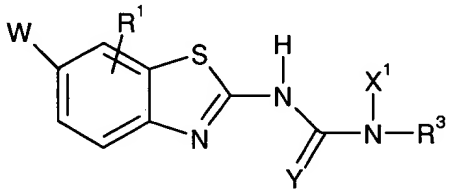
4. (Currently Amended) A compound of formula (IA),



(IA),

racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is NO_2 or CN;

Y is O or S;

R^1 is in the 7-position and is hydrogen, methyl, ethyl, allyl, phenyl, benzyl, $-CH_2\text{-}C(O)\text{-}CH_3$, $-CH_2\text{-}CO_2\text{-t-Bu}$, $-CH_2\text{-}SO_2\text{-aryl}$, -alkyl-CN, or -alkyl(CN)$(CH_2\text{-aryl})$;

X^1 is hydrogen, alkyl or hydroxyalkyl;

R^3 is selected from the group consisting of ethyl, n-butyl, t-butyl, n-propyl, allyl, hydroxyalkyl, aminoalkyl, -alkyl-NH-alkyl-OH, -alkyl-O-alkyl-OH,di-hydroxyalkyl, alkoxyalkyl, ~~(alkylthio)hydroxyalkyl,~~ cycloalkyl, cycloalkylalkyl, hydroxycycloalkyl, ~~(alkylthio)(alkylester)alkyl,~~ alkylesteralkyl, 2,4-dimethoxyphenyl, 3,5-trifluoromethylphenyl, 3-chlorophenyl, 4-chlorophenyl 2,6-dichlorophenyl, 2-methylphenyl, 3-methylphenyl, (substituted phenyl)alkyl, phenylalkyl, heterocyclylalkyl, N-alkylaminoalkyl~~,~~ and N,N-dialkylaminoalkyl~~,~~ ~~optionally substituted heterocyclyl, and optionally substituted heterocyclylalkyl~~.

5. (Original) A compound according to claim 4, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein R^1 is hydrogen and X^1 is hydrogen.

6. (Original) A compound according to claim 4, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is NO_2;

Q is hydrogen;

R^1 is in the 7-position and is hydrogen, methyl, ethyl or phenyl;

R^2 are each hydrogen;

X^1 is hydrogen; and

R^3 is selected from the group consisting of ethyl, n-Bu, *t*-Bu, n-Pr, allyl, cyclopropyl, cyclobutyl, 2,4-dimethoxyphenyl, 3,5-bis-trifluoromethylphenyl, 3-chlorophenyl, 4-chlorophenyl, 2,6-dichlorophenyl, 2-methylphenyl and 3-methylphenyl.

7. (Currently Amended) A compound according to claim 3, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

Q is H;

W is NO_2;

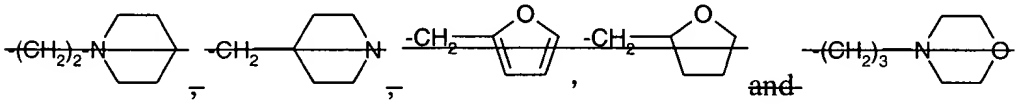
Y is S;

R^1 is in the 7-position and is hydrogen, $-CH_2-SO_2$-phenyl, $-CH_2-CN$, $-CH(CH_3)(CN)$, or $-CH(CN)(CH_2$-phenyl);

R^2 is hydrogen;

X^1 is hydrogen, methyl or $-(CH_2)_2$-OH;

R^3 is selected from the group consisting of ethyl, benzyl, EtOH, n-PrOH, n-BuOH, n-pentanol, n-hexanol, $-(CH_2)_2$-NH-$(CH_2)_2$-OH, $-(CH_2)_2$-O-$(CH_2)_2$-OH, $-CH(CH_2CH_3)(CH_2OH)$, $-CH(CH_2OH)(CH_2$-*i*-Pr), 2,3-di-hydroxy-propyl, 2-hydroxypropyl, $-CH(CH_3)(CH_2OH)$, $-C(CH_3)_2(CH_2OH)$, $-CH_2(CH_3)(CH_2OCH_3)$, 1,3-dihydroxyisopropyl, $-CH(CH_2OH)(CH_2CH_2SCH_3)$, cyclopropyl, cyclopropylmethyl, 4-hydroxycyclohexyl, 3-chlorophenyl, 4-chlorophenyl, 2-methylphenyl, 3-methylphenyl, 4-aminobenzyl, (4-aminophenyl)ethyl, $-(CH_2)_3$-N(Et)$_2$, and $-(CH_2)_2$-N(Me)$_2$, ~~N-piperidinyl, 2,6-dimethylpiperidinyl,~~



~~and~~

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8. (Curently Amended) A compound according to claim 3, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

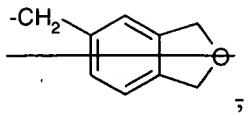
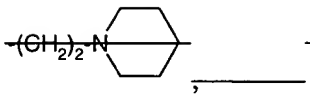
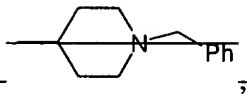
Y is O;

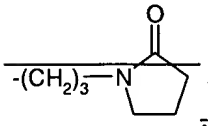
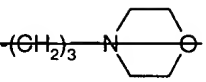
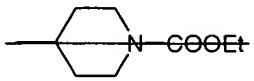
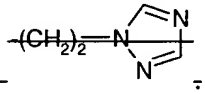
R^1 is in the 7-position and is hydrogen, $-CH_2-SO_2$-phenyl, $-CH_2$-CN, $-CH(CH_3)(CN)$, or $-CH(CN)(CH_2$-phenyl);

R^2 is hydrogen;

X^1 is hydrogen, methyl or $-(CH_2)_2$-OH;

R^3 is selected from the group consisting of benzyl, EtOH, n-PrOH, *t*-BuOH, n-hexanol, aminoethyl, aminopropyl, $-(CH_2)_2$-NH-$(CH_2)_2$-OH, $-(CH_2)_2$-O-$(CH_2)_2$-OH, $-CH(CH_2CH_3)(CH_2OH)$, $-CH(CH_2OH)(CH_2$-*i*-Pr), 2,3-di-hydroxy-propyl, 2-hydroxypropyl, $-CH(CH_3)(CH_2OH)$, 1,3-dihydroxyisopropyl, $-CH(CH_2OH)(CH_2CH_2SCH_3)$, cyclobutyl, 4-hydroxycyclohexyl, $-CH(COOEt)(CH_2)_2-SCH_3$, $-(CH_2)_2$-COOEt, $-(CH_2)_5$-COOEt, (2-aminophenyl)methyl, 4-aminobenzyl, (4-aminophenyl)ethyl, $-C(CH_3)_2$(phenyl), $-CH_2$(2,4-difluorophenyl), ~~2-pyridylmethyl, 3-pyridylmethyl, 4-pyridylmethyl~~ ~~-(CH2)2-thien-2-yl,~~ -CH(*i*-Pr)(COOEt), -CH(*i*-Pr)(CH_2OH), 3-(N-methylamino)propyl, $-(CH_2)_3$-N(Et)$_2$, $-(CH_2)_4$-N(Et)$_2$, $-CH(Me)(CH_2)_4-CH_3$, $-CH(Me)(CH_2)_3$-N(Et)$_2$, ~~N-piperidinyl,~~ and $-(CH_2)_2$-(4-(SO_2NH_2)phenyl), ~~2,6-~~

~~dimethylpiperidinyl,~~  ;  ;  ;

 ;  ;  ~~and~~  ;

9. (Original) A compound according to claim 3, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is NO_2;

Q is hydrogen;

R^1 is in the 7-position and is $-CH_2-CO_2$-t-Bu, allyl or benzyl;

R^2 are each hydrogen;

X^1 is hydrogen; and

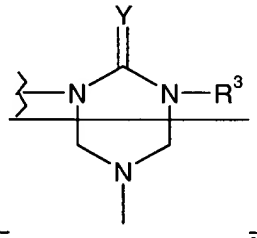
R^3 is ethyl.

10. (Currently Amended) A compound according to claim 3, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is NO_2;

R^1 is in the 7-position and is hydrogen, $-CH(CH_3)(CN)$ or $-CH(CN)(CH_2$-phenyl); and

R^2 is hydrogen.~~; and~~

~~Q is taken together with X^1 and to form~~  ~~, where Y is O and R^3 is ethyl~~.

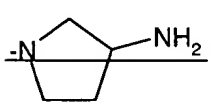
11. (Currently Amended) A compound according to claim 2, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is NO_2;

Q is H;

R^1 and R^2 are each hydrogen.~~; and~~

~~R^3 and X^1 are taken together with the nitrogen atom to which they are attached to form~~



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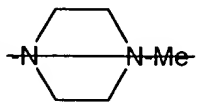
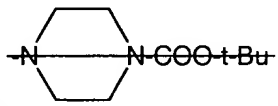


~~or~~



~~,~~

12. (Currently Amended) A compound according to claim 3, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

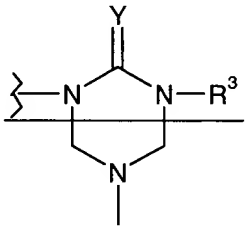
W is NO_2;

R^1 is hydrogen or is in the 7-position and is $-CH_2-CN$, $-CH_2-CONH_2$ and $-CH_2-COO-t-Bu$;

R^2 is hydrogen;

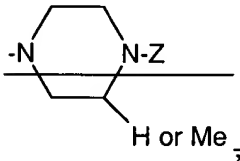
X^1 is hydrogen or $-CH_2-O-CH_3$;

R^3 is methyl, ethyl, n-BuOH, $-CH_2CF_3$, ~~morpholino,~~ $-(CH_2)_7-N(Me)_2$, 2-phenyl-phenyl, n-BuOH, $-CH_2CF_3$, ~~morpholino,~~ $-(CH_2)_4-N(Me)_2$, $-(CH_2)_2-N(Me)_2$, $-(CH_2)_3-NHMe$, benzyl or $-CH_2-O-CH_3$~~;~~



~~or Q is hydrogen or is taken together with X1 to form~~ ~~, where Y is O and R3 is ethyl;~~

~~or R3 and X1 are taken together with the nitrogen atom to which they are attached to form~~



~~, where Z is methyl, 4-fluorophenyl, 2-pyridyl, 2-methoxyphenyl, CH2-CH=CH phenyl or 2,4-dimethoxyphenyl.~~

13. (Currently Amended) A compound according to claim 1, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is Cl or Br;

Q is H;

R^3 is an optionally substituted moiety selected from the group consisting of alkyl, alkenyl, phenyl, phenylalkyl, ~~heterocyclyl, heterocyclyl-alkyl~~ or aminoalkyl.

14. (Curently Amended) A compound according to claim 13, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

R^3 is alkyl, haloalkyl, esteralkyl, N,N-dialkylaminoalkyl, alkenyl, phenyl, phenylalkyl, halophenyl, alkoxyphenyl, aryloxyphenyl~~, thienyl-alkyl, halopyridyl, heterocyclyl, heterocyclyl-alkyl~~ or aminoalkyl.

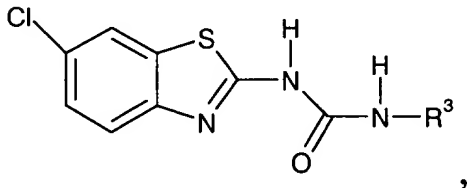
15. (Currently Amended) A compound according to claim 14, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

W is Cl;

R^3 is ethyl, propyl, butyl, t-butyl, 2,4,6-trichlorophenyl, 2,4-dimethoxyphenyl, ~~-(CH2)2-2-thienyl,~~ allyl, 2-bromoethyl, 2-phenoxyphenyl, ~~2,6-dichloropyrid-4-yl,~~ benzyl, $-(CH_2)_2$-COOEt, $-(CH_2)_3$-$N(Et)_2$, $-(CH_2)_4$-$N(Et)_2$, or $-(CH_2)_2$-$N(Me)_2$.

16. (Currently Amended) A compound according to claim 15, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein R^3 is ~~$-(CH_2)_2$-2-thienyl,~~ allyl, 2-bromoethyl, 2-phenoxyphenyl, ~~2,6-dichloropyrid-4-yl,~~ benzyl, $-(CH_2)_2$-COOEt, $-(CH_2)_3$-$N(Et)_2$, $-(CH_2)_4$-$N(Et)_2$, or $-(CH_2)_2$-$N(Me)_2$.

17. (Original) A compound of the formula



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racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

R^3 is ethyl, propyl, t-butyl, 2,4,6-trichlorophenyl or 2,4-dimethoxyphenyl.

18. (Original) A compound according to claim 14, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

R^1 is hydroxy, nitro, or an optionally substituted moiety selected from the group consisting of alkyl, alkoxy, arylalkyloxy and sulfonato;

R^2 is halo or nitro; and

R^3 is alkyl or phenylalkyl.

19. (Original) A compound according to claim 18, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein

R^1 is hydroxy, nitro, methyl, methoxy, isopropoxy, benzyloxy, 4-fluorobenzyloxy, -O-$C(CH_3)_2(C(O)NH_2)$, -O-$(CH_2)_2$-O-$(CH_2)_2$-OMe or –O-SO_2-CF_3;

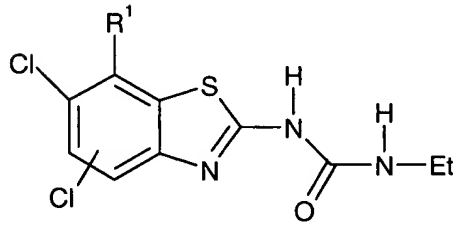
R^2 is Cl or nitro; and

R^3 is ethyl or benzyl.

20. (Original) A compound according to claim 19, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein X^1 is H .

21. (Original) A compound according to claim 20, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein W is Cl; R^1 is in the 7-position; and R^2 is in the 4- or 5-position.

22. (Original) A compound of the formula



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racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes, wherein R^1 is methyl, methoxy or isopropoxy.

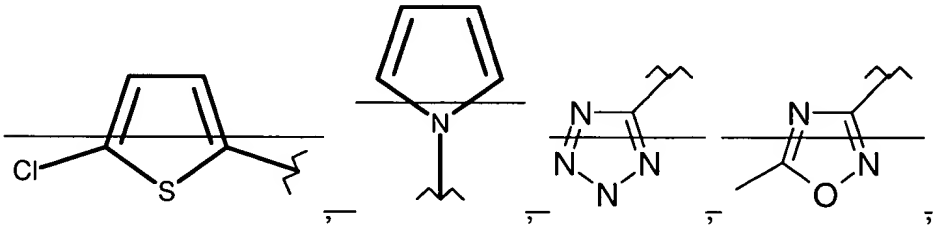
23-37 (Cancelled)

38. (Original) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable diluent or carrier.

39. (Original) A pharmaceutical composition for inhibiting a protein kinase, which composition comprises a pharmaceutically acceptable carrier or diluent and an effective amount of a compound of formula (IB) as defined hereinabove, racemic-diastereomeric mixtures thereof, optical isomers thereof, prodrugs thereof, isotopes thereof or pharmaceutically-acceptable salts of said compound, isomers, prodrugs and isotopes.

40. (Currently Amended) A compound according to claim 1, wherein W is $-(CH_2)_2$-NH-C(O)-NH-$(C(R^{10})_2)_a$-$Z^1{}_q$ ~~or an optionally substituted heterocyclyl~~; R_1 and R_2 are each H; Q is H; Y is O; X^1 is H; and R_3 is an optionally substituted alkyl.

41. (Currently Amended) A compound according to claim 40 wherein W is:



-$(CH_2)_2$-NH-C(O)-NH-Et, -CH_2-NH-C(O)-NH-ethyl, -CH_2-NH_2, -NH-phenyl, -C(O)-NH_2, -CH_2-NH-$S(O)_2$-Ph, -C(O)-NH-phenyl, -CH_2-NH-$S(O)_2$-CF_3, -CH_2-CN, ~~-CH2-NH-CH2-5-methyl-furan-2-yl, -C(O)-NH-(CH2)3-(4-methylpiperazin-1-yl),~~

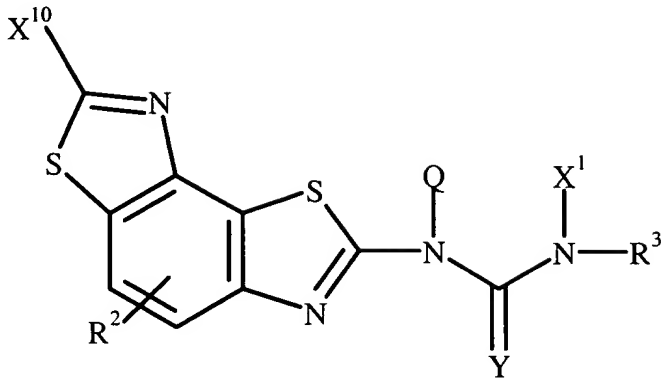
-$(CH_2)_2$-NH-C(O)-NH-(phenyl), or -$(CH_2)_2$-NH-C(O)-NH-(p-toluyl).

42. (Original) A compound according to claim 41, wherein R^3 is ethyl.

43. (Original) A compound according to claim 1, wherein W is CN; R^1 and R^2 are each H; Q is H; Y is O; and X^1 is H.~~; and R3 is an optionally substituted heterocyclyl-heterocyclyl, or heterocyclyl-cycloalkyl.~~

44. (Cancelled)

45. (Original) A compound according to claim 1, wherein R^1 and W are taken together to form

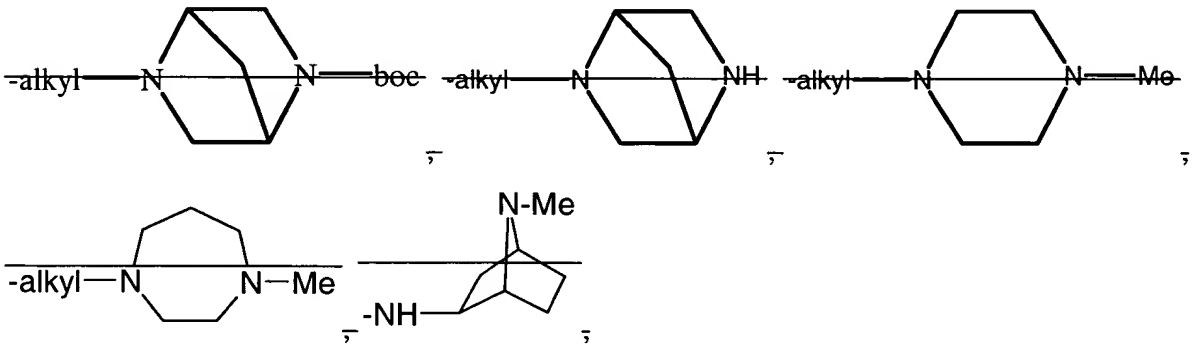


where X^{10} is independently selected from the same group of substituents as X^3.

46. (Original) A compound according to claim 45, wherein R^2 is H; Q is H; Y is O; X^1 is H; R^3 is alkyl; and X^{10} is ethyl, 3-pyridyl, N-(p-Br-phenyl)-NH-, 1-piperidyl or CH_3-NH-.

47. (Original) A compound according to claim 1, wherein W is H; and R^1 is $-S-X^3$, $-S(O)X^3$ or $-S(O)_2X^3$.

48. (Currently Amended) A compound according to claim 1, wherein W is Br, Cl or p-fluorophenoxy, R^1 and R^2 are each H; Q is H; Y is O; X^1 is H; and R^3 is alkyl-chloro,



~~-alkyl-piperazin-1-yl, -alkyl-(2,5-dimethylpiperazin-1-yl), -alkyl-(3,5-dimethylpiperazin-1-yl), -alkyl-(3-aminocarbonylpiperidin-1-yl), -alkyl-(4-hydroxypiperidin-1-yl), -alkyl-(3-hydroxypiperidin-1-yl),~~ -alkyl-COOEt, -alkyl-COOH, ~~-alkyl-(4-methylpiperazin-1-yl), -alkyl-(N-morpholinoethylamino), -alkyl-(N-piperidinylethylamino),~~ -alkyl-(N-(N,N-diethylaminoethyl)-N-(methyl)amino), ~~-alkyl-((1-ethylpyrrolidin-2-yl)-methylamino), -alkyl-(N-(1-methylpiperidin-4-yl)-N-(methyl)amino),~~ -alkylamino, ~~-alkyl-piperidin-1-yl~~ or -alkyl-(N,N-diethylaminoethylamino).

49. (Original) A compound according to claim 48, wherein the alkyl group is methylene, ethylene or propylene.

50. (Original) A compound according to claim 1, wherein R^2 is H; Q is H; Y is O; X^1 is H and R^3 is ethyl.

51. (Currently Amended) A compound according to claim 50, wherein W is H or Br; and R^1 is in the 7-position of the benzothiazolyl ring and is –C≡CH, ~~-C≡C-(2-pyridinyl),~~ -C≡C-CH_2-$N(CH_3)_2$, -O-$CH(CH_3)_2$, phenyl or –$CH=CH_2$.

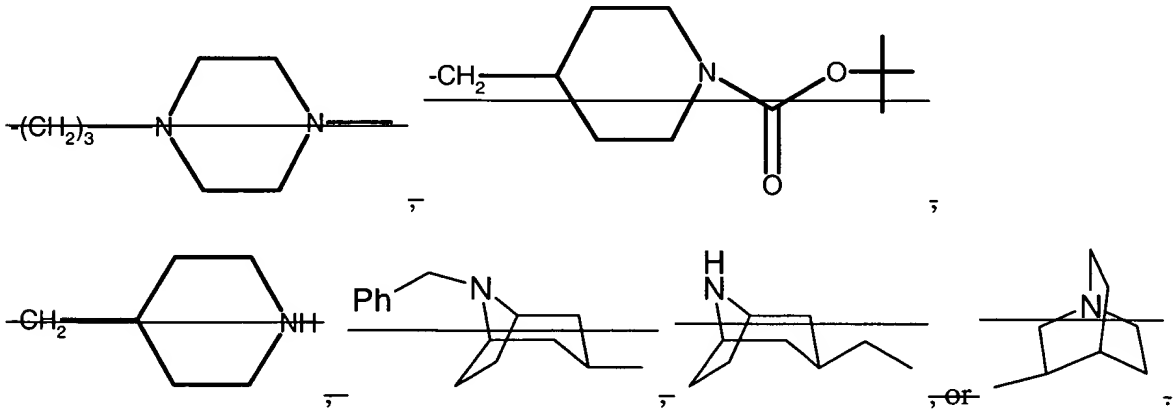
52. (Original) A compound according to claim 50, wherein R^1 is –$CH=CH_2$ and W is –$CH=CH_2$.

53. (Currently Amended) A compound according to claim 50, wherein R^1 is H and W is benzyl~~,~~ or p-fluorophenoxy ~~or pyridin-4-ylmethyl~~.

54. (Original) A compound according to claim 50, wherein W is F; R^1 is in the 7-position of the benzothiazolyl ring and is H or Cl; and R^2 is in the 5-position of the benzothiazolyl ring and is H or Cl.

55. (Currently Amended) A compound according to claim 50, wherein R^1 is H and W is -CH≡CH, -C≡C-Ph, -C≡C-CH_2-$N(CH_3)_2$, -C≡C-(4-fluorophenyl), -C≡C-(p-toluyl), -$(CH_2)_2$-Ph, -$(CH_2)_2$-(4-fluorophenyl), -CH=CH-phenyl, -CH=CH-CH_2-$N(CH_3)_2$, -CH=CH-(4-fluorophenyl)~~,~~ or -CH=CH-(p-toluyl)~~., or -CH=CH-(1-imidazolyl).~~

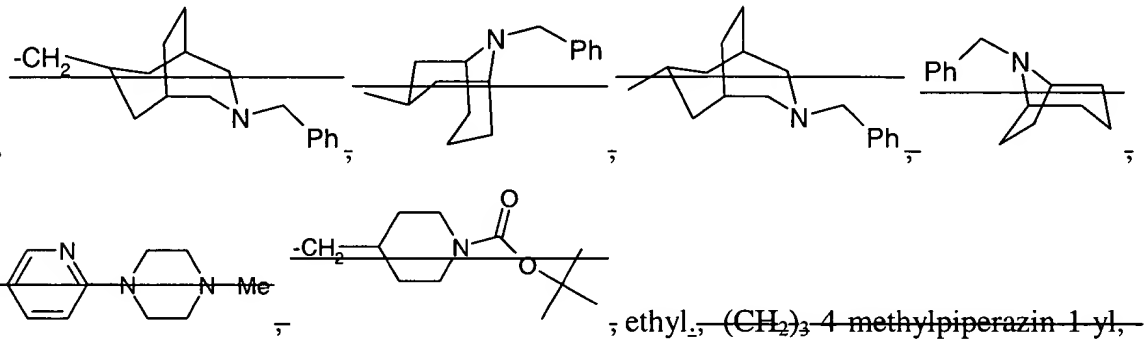
56. (Currently Amended) A compound according to claim 1, wherein W is p-fluorophenoxy~~,~~ or -$(CH_2)_3$-NHMe ~~or -(CH2)2-1-piperazinyl~~; and R^3 is –CH_2-$C(Me)_2$-CH_2-$N(CH_3)_2$~~., -$(CH_2)_2$-(5-imidazolyl),~~



~~, or~~

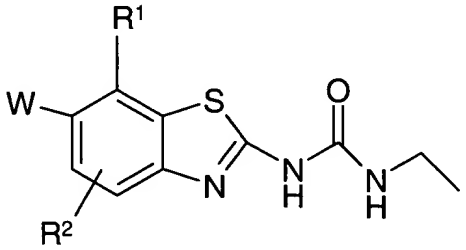
57. (Currently Amended) A compound according to claim 1, wherein R^1 is in the 7-position of the benzothiazolyl ring and is H or CN; R^2 is H; Y is O; Q and X^1 are each H;

W is Cl, NO_2, -CH_2-OH, -CH_2-O-C(O)-NH-Et, -S-phenyl, -O-phenyl, -S-CH_3, -C(O)-phenyl, -S(O)-phenyl, -S-*p*-nitrophenyl, -S-*p*-methylphenyl, -S-*p*-chlorophenyl, -S-*p*-methoxyphenyl, -S-*m*-CF_3-phenyl, -S-*o*-chlorophenyl, -C(O)-CH_3, ~~-NH-C(O)-NH-(-CH2)2-2-thienyl, -NH-C(O)-NH-3-pyridyl,~~ -$S(O)_2$-*p*-(carboxymethylamino)-phenyl, ~~-N-morpholino,~~ -NH-C(O)-NH-Et, -NH-C(O)-NH-CH_2-phenyl, -S-*p*-chlorophenyl, -S-*p*-bromophenyl, -S-*m*-CF_3-phenyl, or -S-*p*-fluorophenyl;

R^3 is 

; ethyl, ~~-$(CH_2)_3$-4-methylpiperazin-1-yl, -$(CH_2)_2$-N-morpholino, or -CH_2-piperidin-4-yl.~~

58. (Currently Amended) A compound of the formula

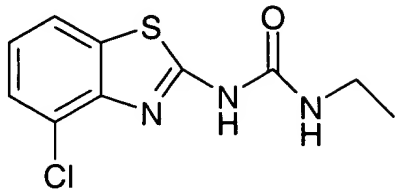


wherein W is H, -OCF_3, -O-Et, F, CH_3, -OCH_3, -SO_2-Me, NH_2, -NH-C(O)-Me, -NH-CH_2-phenyl, ~~-NH-S-(O)$_2$-2-thienyl, -NH-S(O)$_2$-(3,5-dimethylisoxazol-4-yl),~~ -NH-$S(O)_2$-Me, -NH-$S(O)_2$-CH_2-phenyl, -NH-C(O)-O-CH_2-CCl_3, -NH-C(O)-O-CH_2-Ph, -NH-C(O)-O-Me or NO_2;

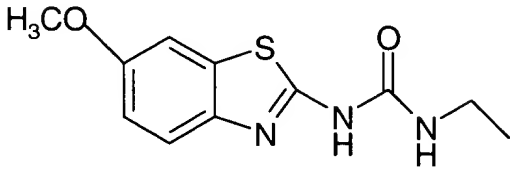
R^1 is H, F or –CH_2-$S(O)_2$-phenyl; and

R^2 is H, 4-Cl, 4-methyl, 5-methyl, 5-Cl, 5-F or 5-OCH_3

provided that the compound is not



or



59-60 (Cancelled)